



Interim Consolidated Financial Statements  
(Expressed in Canadian dollars)

(unaudited)

For the three and nine month periods ended September 30, 2009 and 2008

# PLUTONIC POWER CORPORATION

Consolidated Balance Sheets

	September 30 2009	December 31 2008
	(unaudited)	(restated note 2(b))
<b>Assets</b>		
Current assets:		
Cash	\$ 11,464,785	\$ 28,460,631
Cash restricted for use in construction activities (note 6(d))	809,835	11,774,857
Amounts receivable	25,233	175,055
GST recoverable	427,048	1,208,735
Prepaid expenses	238,390	446,803
	12,965,291	42,066,081
Performance security deposits	270,000	270,000
Prepaid guarantee fee	294,517	736,293
Builder's lien holdback deposit account	15,019,749	8,939,298
Investment (note 4(e))	3,614,647	3,614,647
Deferred acquisition costs (note 1)	168,663	-
Property, plant and equipment (note 5)	180,074,429	109,916,449
Power project development costs (note 4)	34,614,884	24,630,574
Other intangible assets	5,221,086	4,840,782
	\$ 252,243,266	\$ 195,014,124
<b>Liabilities and Shareholders' Equity</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 10,203,865	\$ 11,431,316
Interest and fees payable (note 6(a))	676,441	418,519
Current portion of interest rate swap contracts (note 7)	3,789,836	823,331
	14,670,142	12,673,166
Builder's lien holdback payable	15,923,190	9,678,636
Long-term debt (note 6)	137,205,897	77,962,568
Long-term portion of interest rate swap contracts (note 7)	14,114,123	9,447,544
Deferred gain on transfer of assets (note 3(a))	16,189,088	16,189,088
	198,102,440	125,951,002
Non controlling interest (note 3(b))	15,700,524	16,116,226
Shareholders' equity:		
Share capital (note 8)	74,213,654	74,116,429
Contributed surplus (note 9)	13,696,172	12,342,202
Accumulated other comprehensive income (loss)	(3,433,048)	(3,638,756)
Deficit	(46,036,476)	(29,872,979)
	38,440,302	52,946,896
Commitments (notes 1 and 3)		
Subsequent events (note 1 and 8(c))		
	\$ 252,243,266	\$ 195,014,124

See accompanying notes to consolidated financial statements.

Approved on behalf of the Board:

"Donald A. McInnes" Director

"R. Stuart Angus" Director

# PLUTONIC POWER CORPORATION

Consolidated Statements of Operations and Comprehensive Loss

For the three and nine month periods ended September 30, 2009 and 2008  
(unaudited)

	Three months ended Sept 30		Nine months ended Sept 30	
	2009	2008	2009	2008
		(restated note 2(a))		(restated note 2(a))
Expenses:				
Amortization	\$ 17,784	\$ 11,792	\$ 48,233	\$ 28,708
Consulting	125,839	69,450	407,995	217,675
Guarantee fees	372,259	372,259	1,116,776	1,116,776
Office	105,920	74,932	343,191	235,627
Power project development costs written-off	-	-	34,900	-
Professional fees	44,149	73,803	148,386	260,878
Project evaluation	78,597	61,399	465,740	110,846
Rent	109,533	101,262	332,666	240,415
Salaries	813,736	659,092	2,303,452	1,886,645
Share-based compensation	395,433	838,879	960,549	2,877,295
Transfer agent and listing fees	9,227	2,500	50,238	126,197
Travel and promotion	483,640	352,385	1,400,990	1,043,114
Loss before the undernoted	(2,556,117)	(2,617,753)	(7,613,116)	(8,144,176)
Other income (expenses):				
Interest income	12,597	276,622	103,119	1,002,463
Realized and unrealized loss on interest rate swap contracts (note 7)	(144,292)	(636,152)	(8,653,500)	(1,938,011)
	(131,695)	(359,530)	(8,550,381)	(935,548)
Net loss for the period	(2,687,812)	(2,977,283)	(16,163,497)	(9,079,724)
Other comprehensive income (loss):				
Change in fair value of effective portion of interest rate swap designated as a hedge (note 7)	(3,449,732)	1,455,433	205,708	1,455,433
Comprehensive loss for the period	\$ (6,137,544)	\$ (1,521,850)	\$ (15,957,789)	\$ (7,624,291)
Basic and fully diluted loss per share	\$ (0.06)	\$ (0.07)	\$ (0.37)	\$ (0.21)
Weighted average number of shares outstanding	44,279,016	43,169,631	44,244,457	42,241,575

See accompanying notes to consolidated financial statements.

# PLUTONIC POWER CORPORATION

## Consolidated Statements of Deficit

For the nine month periods ended September 30, 2009 and 2008  
(unaudited)

	Nine months ended September 30, 2009	Nine months ended September 30, 2008 (restated note 2)
Deficit, beginning of period, as previously reported	\$ (27,825,612)	\$ (13,644,775)
Adoption of new accounting standard (note 2(b))	(2,047,367)	(2,047,367)
Deficit, beginning of period, as restated	(29,872,979)	(15,692,142)
Net loss for the period	(16,163,497)	(9,079,724)
Deficit, end of period	\$ (46,036,476)	\$ (24,771,866)

## Consolidated Statements of Accumulated Other Comprehensive Income (Loss)

For the nine month periods ended September 30, 2009 and 2008

	Nine months ended September 30, 2009	Nine months ended September 30, 2008 (restated note 2(a))
Accumulated other comprehensive loss, beginning of period	\$ (3,638,756)	\$ -
Change in fair value of effective portion of interest rate swap designated as a hedge (note 7)	205,708	1,455,433
Accumulated other comprehensive income (loss), end of period	\$ (3,433,048)	\$ 1,455,433

See accompanying notes to consolidated financial statements.

# PLUTONIC POWER CORPORATION

## Consolidated Statements of Cash Flows

For the three and nine month periods ended September 30, 2009 and 2008  
(unaudited)

	Three months ended Sept 30		Nine months ended Sept 30	
	2009	2008	2009	2008
		(restated note 2(a))		(restated note 2(a))
Cash provided by (used in):				
Operating activities:				
Net loss for the period	\$ (2,687,812)	\$ (2,977,283)	\$ (16,163,497)	\$ (9,079,724)
Items not affecting cash:				
Amortization expense	17,784	11,792	48,233	28,708
Share-based compensation expense	395,433	838,879	960,549	2,877,295
Power project development costs written off	-	-	34,900	-
Prepaid guarantee fee amortization	147,259	147,259	441,776	441,776
Unrealized loss (gain) on fair value adjustment of interest rate swaps	(198,119)	585,786	7,838,792	1,859,088
	(2,325,455)	(1,393,567)	(6,839,247)	(3,872,857)
Changes in non-cash working capital:				
Amounts receivable	4,053	(30,443)	149,822	222,804
GST recoverable	66,159	383,227	781,687	1,011,355
Prepaid expenses	42,556	8,757	97,918	(6,219)
Accounts payable and accrued liabilities	(4,025,630)	(14,466,062)	(1,227,451)	6,849,338
Interest and fees payable	104,679	118,293	257,922	247,301
Due to related parties	-	-	-	(16,884)
Adjustment for non-cash working capital relating to power project development costs and property, plant and equipment	3,774,411	13,833,680	(1,405,641)	(8,372,049)
	(2,359,227)	(1,546,115)	(8,184,990)	(3,937,211)
Investing activities:				
Power project development costs	(2,798,417)	(4,939,223)	(10,723,139)	(10,650,046)
Acquisition costs	(168,663)	-	(168,663)	-
Intangible asset payments	(135,149)	(86,010)	(383,210)	(261,363)
Property, plant and equipment purchases	(26,418,197)	(29,330,791)	(67,654,891)	(44,551,699)
Performance security deposits	-	-	-	(110,000)
Builder's lien holdback deposit account	(2,379,928)	(2,884,544)	(6,080,451)	(4,017,732)
Builder's lien holdback payable	1,932,471	1,331,966	6,244,554	4,732,155
	(29,967,883)	(35,908,602)	(78,765,800)	(54,858,685)
Financing activities:				
Common shares issued for cash	16,800	4,307,187	51,800	5,949,001
Long-term debt	25,198,935	23,016,642	59,243,329	53,988,638
Cash restricted for use in construction activities	1,794,597	(1,637,905)	10,965,022	(8,371,786)
Financing provided by (interest paid to) joint equity partner of TMGP	(51,022)	(282,516)	(305,207)	704,768
	26,959,310	25,403,408	69,954,944	52,270,621
Decrease in cash and cash equivalents	(5,367,800)	(12,051,309)	(16,995,846)	(6,525,275)
Cash and cash equivalents, beginning of period	16,832,585	48,926,419	28,460,631	43,400,385
Cash and cash equivalents, end of period	\$ 11,464,785	\$ 36,875,110	\$ 11,464,785	\$ 36,875,110

Supplementary cash flow information (note 10)

See accompanying notes to consolidated financial statements.

# PLUTONIC POWER CORPORATION

## Consolidated Statements of Power Project Development Costs

For the nine month period ended September 30, 2009 and year ended December 31, 2008  
(unaudited)

	Upper Toba Valley Project	Bute Inlet Project	Other Projects	Rainy River & Hope Projects	Total
Balance, December 31, 2007, as previously reported	\$ 1,966,227	\$ 3,261,825	\$ 1,413,042	\$ 3,614,647	\$ 10,255,741
Adoption of new accounting standard (note 2(b))	(516,244)	(129,513)	(244,174)	-	(889,931)
Balance, December 31, 2007, as restated	1,449,983	3,132,312	1,168,868	3,614,647	9,365,810
Engineering and hydrology	1,788,079	8,588,450	1,115,631	2,021	11,494,181
Permitting	1,507,067	3,035,579	631,380	1,513	5,175,539
Community consultations	86,406	756,207	74,419	-	917,032
Financing and tender bid costs	55,322	91,054	11,094	-	157,470
Stock-based compensation	694,819	731,633	-	-	1,426,452
Sale of projects (note 4(e))	-	-	-	(3,618,181)	(3,618,181)
Project development costs written off	-	-	(287,729)	-	(287,729)
Total 2008 Costs	4,131,693	13,202,923	1,544,795	(3,614,647)	15,264,764
Balance, December 31, 2008, as restated	5,581,676	16,335,235	2,713,663	-	24,630,574
Engineering and hydrology	505,023	2,147,669	137,818	-	2,790,510
Permitting	704,260	4,830,548	(5,000)	-	5,529,808
Community consultations	39,400	1,298,538	1,950	-	1,339,888
Stock-based compensation	145,391	213,613	-	-	359,004
Project development costs written off	-	-	(34,900)	-	(34,900)
Total 2009 Costs	1,394,074	8,490,368	99,868	-	9,984,310
Balance, September 30, 2009	\$ 6,975,750	\$ 24,825,603	\$ 2,813,531	\$ -	\$ 34,614,884

See accompanying notes to consolidated financial statements.

# PLUTONIC POWER CORPORATION

Notes to the Consolidated Financial Statements

For the three and nine month periods ended September 30, 2009 and 2008  
(unaudited)

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## 1. Operations:

Plutonic Power Corporation and all of its wholly and partially owned subsidiary companies are incorporated in the Province of British Columbia (BC), Canada. The Company's principal business operations are the identification, development, construction and ultimately, the operation of clean power projects.

In 2007, the Company and its partner GE Energy Financial Services (GE), formed the Toba Montrose General Partnership (TMGP), a general partnership formed under the laws of the Province of BC, to own, finance, build and operate the East Toba River and Montrose Creek run-of-river hydro-electric project (Toba Montrose), which is located at the headwaters of the Toba Inlet in BC. Toba Montrose is to include two separate generation facilities and 150 kilometres (km) of transmission line to interconnect the generation facilities to a new BC Transmission Corporation (BCTC) substation under construction at Sallery Bay, BC. These two generation facilities have a combined design capacity of 196 megawatts (MW) and are expected to generate and sell on average 727 gigawatt hours (GWh) of electricity annually net of transmission line losses with completion of construction and commencement of electricity sale to BC Hydro and Power Authority (BC Hydro) scheduled for 2010 under a 35 year Electricity Purchase Agreement (EPA).

In 2007, TMGP secured financing of \$570 million for Toba Montrose. In addition, the Company is required to contribute \$30 million in equity to TMGP on or before the earlier of the date TMGP's senior credit facilities have been fully drawn and November 1, 2010, currently anticipated to be in mid 2010. The Company is also required to fund its pro-rata share of TMGP project cost overruns, if any.

The Company and GE jointly bid the Upper Toba Valley and Bute Inlet run-of-river hydro-electric projects (note 4(a)) into the BC Hydro 2008 Request for Proposals (BC Hydro 2008 RFP). If the Company and GE are successfully awarded EPAs for these projects, the Company and GE have agreed to establish project partnerships to hold the awarded EPAs and own, finance, build and operate the projects. Based on current assumptions, these two projects are estimated to require capital costs and financing of approximately \$4 billion. GE intends to fund, by itself or with other partners, project equity contributions of approximately \$720 million and has the right to fund or arrange the required debt, subject to satisfactory due diligence, finalization of satisfactory documentation and approval of investment committees and board of directors' approval. The Company would be responsible for all project permitting costs before GE's equity contribution would be made to the project partnerships.

The Company had anticipated that BC Hydro would conclude the BC Hydro 2008 RFP and award EPAs to successful bidders in the third quarter of 2009 after the approval of BC Hydro's 2008 long term acquisition plan (LTAP) by the BC Utilities Commission (BCUC). On July 27, 2009, BCUC issued a decision and rejected BC Hydro's LTAP as being deficient in several respects and included its opinion that the gas-fired Burrard Thermal Generating Facility in Metro Vancouver should be used to produce more energy than was planned by BC Hydro. Subsequently, the Government of BC has reaffirmed its goal of achieving electricity self-sufficiency for BC by 2016 through the development of new, renewable energy projects.

On October 28, 2009, as part of its commitment to reduce greenhouse gases, the BC Provincial Government provided direction to the BCUC to end BC Hydro's reliance on the Burrard Thermal Generating Facility for electricity needs and to only use it for 900 MW of emergency capacity. This decision is expected to allow BC Hydro to continue to acquire up to 6,000 GWh of cost-effective, clean and renewable power. This includes up to 5,000 GWh from the BC Hydro 2008 RFP.

# PLUTONIC POWER CORPORATION

Notes to the Consolidated Financial Statements

For the three and nine month periods ended September 30, 2009 and 2008  
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## 1. Operations (continued):

During the second quarter of 2009, GE signed an agreement with EarthFirst Canada Inc. to consider purchasing the 300 MW Dokie Ridge Wind Project (Dokie Project), located 1,100 km northeast of Vancouver, near Chetwynd, BC. The Dokie Project consists of the fully permitted and partially built 144 MW wind energy project, together with the rights and permits to expand the project to 300 MW. The estimated capital cost of completing the 144 MW wind energy project is \$225 million.

During the third quarter of 2009, the Company and GE completed their due diligence, waived initial due diligence conditions and have committed to purchase the Dokie Project subject to satisfaction or waiver of closing conditions, which include BCUC's acceptance of an amended BC Hydro EPA, an agreement to obtain renewable energy incentives in Canada's ecoENERGY program and arrangement of debt financing of approximately \$170 million. The Company and GE formed a partnership through which they intend to own and operate the Dokie Project. The Company and a GE affiliate hold a 51% and 49% respective interest in the Dokie General Partnership. The Company and GE anticipate completing the purchase of the Dokie Project by November 30, 2009. For the three months ended September 30, 2009, the Company has spent and deferred \$168,663 on due diligence costs for the proposed acquisition of the Dokie Project.

Subsequent to September 30, 2009, the Company entered into and completed an agreement with Cormark Securities Inc., on behalf of a syndicate of underwriters co-led by Cormark, GMP Securities L.P. and Macquarie Capital Markets Canada Ltd. pursuant to which the underwriters purchased 21,000,000 common shares of the Company at a price of \$3.35 per common share for proceeds of \$66.5 million, net of commissions and estimated related costs. The Company granted the underwriters an over-allotment option to purchase an additional 3,150,000 common shares of the Company at the offering price until December 4, 2009. The Company will use the net proceeds from this equity financing to fund its \$30 million equity commitment in TMGP during the fourth quarter of 2009, its approximate \$30 million equity requirement for the Dokie Project on closing of the acquisition and for general working capital.

The Company may need to raise additional financing to fund the development of the Upper Toba and/or Bute Projects, depending on the outcome of the BC Hydro 2008 RFP.

## 2. Significant accounting policies:

### (a) Basis of presentation:

The Company prepares its consolidated interim financial statements in accordance with Canadian generally accepted accounting principles on a basis consistent with those used and described in the annual consolidated financial statements for the year ended December 31, 2008 except as discussed in note 2(b) and 2(c). The disclosures contained in these consolidated interim financial statements do not include all the requirements of Canadian generally accepted accounting principles for annual financial statements, and accordingly, these consolidated interim financial statements should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2008.

Certain comparative figures have been restated to reflect an adjustment to the change in fair value of the interest rate swap contracts due to the adoption of EIC-173, *Credit Risk and the Fair Value of Financial Assets and Financial Liabilities*, which was adopted retroactively at December 31, 2008. The impact of the adjustment on the three month period ended September 30, 2008 was an increase in the

# PLUTONIC POWER CORPORATION

Notes to the Consolidated Financial Statements

For the three and nine month periods ended September 30, 2009 and 2008  
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## 2. Significant accounting policies (continued):

unrealized loss on interest rate swap contracts and net loss by \$49,482 and a decrease in other comprehensive income of \$239,593 as compared to amounts previously reported. The impact of the adjustment on the nine month period ended September 30, 2008 was a reduction in the unrealized loss on interest rate swap contracts and net loss by \$294,675 and a decrease in other comprehensive income of \$239,593 as compared to amounts previously reported. The adjustment had no impact on cash flow from operations.

### (b) Adoption of new accounting standard:

Effective January 1, 2009, the Company adopted the new CICA Handbook Section 3064, *Goodwill and Intangible Assets*. This Section replaces CICA Handbook Section 3062, *Goodwill and Intangible Assets* and CICA Handbook Section 3450, *Research and Development Costs*, and establishes revised standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets, and also provides additional guidance with respect to development expenditures.

As a result of the adoption of this standard, certain expenditures incurred that were previously deferred in power project development costs would not have been deferred as they did not meet the criteria for capitalization under the new standard. In accordance with the transition rules, the Company has written off the ineligible costs and has restated the comparative figures. The impact on the December 31, 2008 balance sheet of adopting the standard retroactively has resulted in an increase in deficit of \$2.1 million, an increase in deferred gain of \$0.7 million, a decrease in power project development costs of \$0.9 million, and a decrease in intangible assets of \$0.5 million, as compared to amounts previously reported. There was no impact on the statement of operations for the three month and nine month periods ended September 30, 2008 previously reported.

### (c) Deferred acquisition costs:

The Company capitalizes direct incremental costs incurred to acquire control of a business or assets when the Company determines that the proposed transaction is specifically identified and successful completion of the acquisition is more likely than not to occur. These costs will be included as part of the cost of the purchase of the business or assets acquired.

## 3. Investment in Toba Montrose General Partnership:

- (a) In 2007, the Company contributed Toba Montrose and related permits, licences, Impact Benefit Agreements (IBA's) with the Klahoose and Sliammon First Nations and its EPA with BC Hydro to TMGP. In return, the Company received and currently holds 51 Class A Units of TMGP, representing a 51% non-participating, voting interest in TMGP and 100 Class B Units of TMGP, which are non-voting and participate in 40% of the distributions of TMGP. After 35 years of operations, the Company's economic interest associated with the Class B Units in TMGP will increase to 51% and its partner's economic interest in TMGP will decrease from 60% to 49%.

The fair value of the intangible assets contributed by the Company to TMGP was \$36.7 million. The Company included in these consolidated financial statements its proportionate share of the original cost of the assets contributed and deferred the \$16.2 million gain on contribution of these assets. This deferred gain will be amortized over the 35 year life of the BC Hydro EPA beginning in year 2010.

# PLUTONIC POWER CORPORATION

Notes to the Consolidated Financial Statements

For the three and nine month periods ended September 30, 2009 and 2008  
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### 3. Investment in Toba Montrose General Partnership (continued):

- (b) The Company's economic interest in the assets, liabilities, revenue and expenses and cash flows of TMGP, accounted for under the proportionate consolidation method, are included in these consolidated financial statements as follows:

	September 30 2009	December 31 2008
Cash	\$ 1,094,835	\$ 687,059
Cash restricted for use in construction activities	809,835	11,774,857
Amounts receivable	13,770	33,524
GST recoverable	335,656	995,732
Prepaid expenses	92,002	201,782
Performance security deposits	270,000	270,000
Builder's lien holdback deposit account	15,019,749	8,939,298
Property, plant and equipment	179,837,214	109,696,763
Intangible assets	5,204,619	4,840,782
	202,677,680	137,439,797
Accounts payable and accrued liabilities	8,442,092	7,649,620
Interest and fees payable	676,441	418,519
Builder's lien holdback payable	15,923,190	9,678,636
Long-term debt	137,205,897	77,962,568
Interest rate swap contracts	17,903,959	10,270,875
Non-controlling interest	15,700,524	16,116,226
	195,852,103	122,096,444
<b>Net assets</b>	<b>\$ 6,825,577</b>	<b>\$ 15,343,353</b>
	Nine months ended September 30, 2009	Nine months ended September 30, 2008 (restated note 2(a))
Realized and unrealized loss on interest rate swap contracts	\$ 8,653,500	\$ 1,938,011
Other expenses	167,801	111,114
<b>Share of TMGP net loss</b>	<b>\$ 8,821,301</b>	<b>\$ 2,049,125</b>
Cash flow from operating activities	\$ (1,712,856)	\$ (190,036)
Cash flow from investing activities	(67,791,768)	(44,122,930)
Cash flow from financing activities	69,912,400	46,275,412

As the equity contributions recorded to date by TMGP are not in the same proportion as the relative economic interests of Plutonic and GE as at September 30, 2009, a non-controlling interest of \$15.7 million has been recorded which represents the amount by which GE's contributions have exceeded their 60% economic interest in the net assets of TMGP (December 31, 2008 - \$16.1 million).

- (c) The Company is required to contribute a further \$30 million in cash equity in TMGP on or before the earlier of the date TMGP's \$470 million senior credit facilities becomes fully drawn and November 1, 2010. The Company's cash equity contribution has been guaranteed to TMGP's debt providers by an affiliate of GE.

# PLUTONIC POWER CORPORATION

Notes to the Consolidated Financial Statements

For the three and nine month periods ended September 30, 2009 and 2008  
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### 3. Investment in Toba Montrose General Partnership (continued):

- (d) GE arranged for an affiliate to provide a \$100 million equity bridge loan facility to TMGP, which was fully drawn in 2008. In accordance with an equity bridge loan agreement between GE and TMGP, GE is contractually obligated to make a cash equity contribution at the earlier of the date of commercial operation of Toba Montrose and October 31, 2010. TMGP will then immediately use the proceeds from GE's equity contribution to repay the principal amount then due and payable under the Equity Bridge Loan.
- (e) A GE affiliate provided \$28 million of contingent equity and debt service reserve guarantees to TMGP's debt providers. TMGP pays to the GE affiliate a 3% per annum fee on the amount of guarantees provided. The Company and GE would be required to fund their pro-rata share of project cost overruns, if any. For the three months and nine months ended September 30, 2009, TMGP paid or accrued fees of \$210,000 and \$630,000 respectively in relation to this guarantee, of which the Company's proportionate interest was \$84,000 and \$252,000 respectively (three months and nine months ended September 30, 2008 - \$84,000 and \$252,000 respectively). These fees are considered a project financing cost and are capitalized as part of property, plant and equipment.
- (f) A GE affiliate provided an \$11.76 million letter of credit to BC Hydro as part of the EPA performance bonding requirements. TMGP pays the GE affiliate a 3% per annum fee on the face amount of the letter of credit. For the three months and nine months ended September 30, 2009, TMGP paid or accrued fees of \$88,200 and \$264,600 respectively in relation to the fee associated with this letter of credit, of which the Company's proportionate interest was \$35,280 and \$105,840 respectively (three months and nine months ended September 30, 2008 - \$35,280 and \$105,840 respectively).
- (g) TMGP has the following commitments:
  - (i) TMGP has a 35 year EPA with BC Hydro to supply all the electricity to be generated from Toba Montrose beginning in November 2010 at rates which escalate yearly. Toba Montrose is expected to generate an average of 727 GWh annually, net of transmission line losses. If TMGP is late or unable to commence sale of electricity, it will be subject to penalties under the terms of the EPA.
  - (ii) In 2007, TMGP received land tenures and water licenses for the project sites, roads and transmission line from the Integrated Land Management Bureau and the BC Ministry of the Environment and Provincial Environmental Certification from the BC Environmental Assessment Office (EAO). The EAO certificate contains a number of commitments that TMGP must adhere to during the construction and operation of Toba Montrose, including mitigation measures to protect wildlife and areas of cultural significance to the Klahoose, Sliammon and Sechelt First Nations.
  - (iii) Under the provisions of its IBA's with the Klahoose, Sliammon and Sechelt First Nations, TMGP has a number of financial commitments during the construction and operation of Toba Montrose, including periods beyond the 35 year term of the EPA, if TMGP continues operations. These commitments include signing bonuses, construction access fees, continued access fees, project and training opportunities, and revenue sharing.

The obligations of TMGP, except for the contingent equity and debt service reserve guaranteed by the \$28 million letter of credit and the guarantee for the Company's \$30 million cash equity contribution in TMGP, are non-recourse to the Company.

# PLUTONIC POWER CORPORATION

Notes to the Consolidated Financial Statements

For the three and nine month periods ended September 30, 2009 and 2008  
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#### 4. Power project development costs:

The Company has incurred and capitalized direct costs on 40 run-of-river hydro-electric power development projects, excluding Toba Montrose, located primarily in the southwestern region of BC. 33 of the projects are located within the Company's Green Power Corridor™, an area in southwest coastal BC, which includes drainages flowing into the Toba, Bute and Knight Inlets.

In 2008, the Company extended an agreement with Knight Piesold to identify and evaluate potential run-of-river sites through to 2014. The agreement gives the Company a right of first refusal to acquire new projects identified by Knight Piesold and also includes a standard non-compete clause to ensure continued interactions between the two companies are free from conflict. The agreement included the issuance of share purchase warrants for the purchase of 100,000 common shares to Knight Piesold exercisable at a price of \$7.93 per share until May 13, 2010 and a bonus structure if any of the identified projects become commercially viable.

##### (a) Joint Bid for BC Hydro 2008 RFP:

In 2008, the Company and GE signed a memorandum of understanding to partner on a bid to develop approximately 1,200 MW of clean, run-of-river hydroelectric capacity in the Toba and Bute Inlets along the southwest coast of BC. The approximate capital cost of these projects is estimated at \$4 billion.

The Company and GE jointly bid the Upper Toba Valley (note 4(c)) and Bute Inlet Projects (note 4(d)) into the BC Hydro 2008 RFP in November 2008. Based on current assumptions, if the two entities' joint bid is accepted, GE intends to make an equity contribution of \$70 million for a 50% interest in the Upper Toba Valley Project and either by itself, or with other partners, an equity contribution of \$650 million for a 60% interest in the Bute Inlet Project. The final economic terms will be determined based on project variables including final capital cost, awarded energy price and estimates of power output. GE would also have the right to arrange debt financing for the projects. Prior to GE's equity contribution, the Company would be responsible for all costs of permitting, public consultation and environmental assessment certification. The Company may elect to repurchase a further 10% interest in the Bute Inlet Project by making a \$100 million equity contribution to capital costs.

Completion of the above transactions is subject to conditions such as completion of satisfactory due diligence, finalization of satisfactory documentation, approval of investment committees and boards of directors, successful bids into the BC Hydro 2008 RFP, senior debt financing for the projects, and regulatory approvals.

Upon successfully acquiring an EPA for the Upper Toba Valley Project and the Bute Inlet Project with BC Hydro, the Company would grant GE one million and four million warrants respectively, with each warrant entitling GE to purchase one common share in the Company. The warrants would be exercisable at a price equal to the market price for the Company's common shares at the time they are issued, have a term of five years and would be subject to vesting provisions.

Subject to the award of a successful EPA for the Upper Toba Valley Project and the completion of the related project equity funding by GE, the Company will also receive a payment of \$20 million for reimbursement of previously incurred capital costs.

See note 1 for more information on the BC Hydro 2008 RFP.

# PLUTONIC POWER CORPORATION

Notes to the Consolidated Financial Statements

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#### 4. Power project development costs (continued):

The Company's principal power projects are as follows:

(b) Toba Montrose:

As discussed in note 3, the Company contributed Toba Montrose to TMGP in 2007 and now proportionately consolidates its 40% economic interest in TMGP.

In 2007, the Company, on behalf of TMGP, applied for funding under the ecoEnergy for Renewable Power program for electricity generated and sold by Toba Montrose. The ecoEnergy program provides incentive funding to increase Canada's supply of clean electricity from renewable sources, including low-impact hydro projects such as Toba Montrose.

In February 2009, TMGP and the Government of Canada formally signed an agreement under the ecoEnergy for Renewable Power program. Once complete, Toba Montrose is expected to generate and deliver to BC Hydro 727 GWh of electricity annually net of transmission line losses, which will entitle the Partnership to receive up to \$72.8 million in funding under the ecoEnergy program during its first ten years of operations based on one cent per kilowatt-hour of electricity generated by Toba Montrose and sold to BC Hydro.

(c) Upper Toba Valley Project:

The Upper Toba Valley Project consists of three run-of-river hydroelectric sites (Power Sites), with an estimated combined potential generation capacity of 166 MW and potential annual electricity generation of 452 GWh. These three sites are located on tributaries of the Toba River, close to Toba Montrose, and were added to the Company's portfolio during 2006.

In 2006, the Company applied for and had applications for water licenses and Crown Land tenure accepted by the Water Stewardship Division, Ministry of the Environment (MOE) and the Integrated Land Management Bureau, Ministry of Agriculture and Lands (ILMB) for these three Power Sites. The Company then submitted the Upper Toba Valley project to the BC EAO for the construction of three run-of-river generation facilities, to be located on Dagleish Creek, Jimmie Creek and the Upper Toba River.

In early April 2009, the Company was granted a BC Provincial Environmental Assessment Certificate for the Upper Toba Valley Project.

The Company has the right to use, subject to a priority use agreement, any additional unused capacity of the transmission line being built for TMGP for the Company's wholly-owned three additional sites that make up the Upper Toba Valley Project.

The Company continues to perform hydrological, engineering, environmental and permitting work on this power project.

(d) Bute Inlet Project:

The Bute Inlet Project consists of 17 Power Sites, with an estimated combined potential generation capacity of 1,030 MW and potential annual electricity generation of 2,912 GWh. Eight of these 17 sites were added during 2007 and one was added during 2008.

From 2003 through 2008, the Company applied for and had applications for water licenses and Crown Land tenure accepted by MOE and ILMB for the Bute Inlet Power Sites.

# PLUTONIC POWER CORPORATION

Notes to the Consolidated Financial Statements

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## 4. Power project development costs (continued):

### (d) Bute Inlet Project (continued):

In 2008, the Company submitted its Bute Inlet Project into the Environmental Assessment Process. The Bute Inlet Project proposal submitted to the BC EAO, the Canadian Environmental Assessment Agency and the Major Projects Management Office is for the construction of 17 run-of-river generating facilities, organized into three interconnected groups. Seven of the facilities will be located in or near the Homathko River system, seven in the Southgate River system and three in the Orford River system. The BC EAO has issued a Section 10 order that commits the project to an environmental assessment under the Environmental Assessment Act.

In May 2009, the Federal Minister of Environment approved the Environmental Impact Assessment Guidelines for the Bute Project's Federal environmental assessment process, which will be proceeding by way of panel review. At the same time, the BC EAO issued the Terms of Reference for the Application for an Environmental Assessment Certificate.

The current Bute Inlet Project configuration is to interconnect the three groups of facilities with a 230 kilovolt (KV) transmission line to a substation near the mouth of the Southgate River. From the substation the electricity is to be carried by a 500 KV transmission line to a point of interconnection to the BCTC transmission line at the BCTC Malaspina substation near Earl's Cove. Ultimate Bute Inlet Project design and configuration, including access roads and related infrastructure, will be determined in conjunction with First Nation, stakeholder and local community consultation, interconnection studies and upon completion of consultation with the appropriate Federal, Provincial and local government authorities on environmental, social and electrical impacts.

The Company continues to perform hydrological, engineering, environmental and permitting work and is consulting with the communities, First Nations and other stakeholders on this power project.

### (e) Rainy River and Hope Projects:

In 2008, the Company sold the Rainy River and Hope Projects to AltaGas Income Trust (AltaGas). The transaction involved the sale of all hydrological and environmental data and engineering and permitting work completed over the last four years as well as the water license and attendant land tenure applications for the projects. The Company received 180,433 non-transferable, non-participating special warrants of AltaGas. The special warrants convert to 180,433 trust units of AltaGas on January 1, 2010 for no additional consideration. The Company has estimated the fair value of these special warrants at the time of the transaction to be \$3.6 million.

The special warrants in AltaGas are considered an investment in restricted equity instruments that do not have a quoted market price in an active market and are thus classified as available for sale. These special warrants are carried at their initial fair value, unless an other than temporary decline in value occurs, in which case these special warrants would then be written down to their new fair value, with the write-down recorded in the statement of operations for the period of the write-down. Upon conversion to participating units of AltaGas, the investment will be revalued based on the market price of the units, with gains or losses recorded in other comprehensive income (loss).

# PLUTONIC POWER CORPORATION

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## 4. Power project development costs (continued):

### (f) Other Projects:

The Company has 20 other Power Sites with a combined potential generation capacity of 664 MW and potential annual electricity generation of 2,112 GWh. These Power Sites are located primarily in the southwestern region of BC. The Company continues to collect hydrological data, conduct engineering work and perform other required studies on these Power Sites.

## 5. Property, plant and equipment:

September 30, 2009	Cost	Accumulated amortization	Net book value
East Toba and Montrose assets under construction	\$ 179,837,214	\$ -	\$ 179,837,214
Computer equipment	178,450	63,252	115,198
Office equipment	131,507	32,385	99,122
Vehicle	10,000	5,389	4,611
Leasehold Improvements	23,709	5,425	18,284
	\$ 180,180,880	\$ 106,451	\$ 180,074,429

December 31, 2008	Cost	Accumulated amortization	Net book value
East Toba and Montrose assets under construction	\$ 109,696,763	\$ -	\$ 109,696,763
Computer equipment	137,539	41,563	95,976
Office equipment	120,792	21,304	99,488
Vehicle	10,000	4,050	5,950
Leasehold Improvements	19,103	831	18,272
	\$ 109,984,197	\$ 67,748	\$ 109,916,449

# PLUTONIC POWER CORPORATION

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For the three and nine month periods ended September 30, 2009 and 2008  
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## 5. Property, plant and equipment (continued):

A summary of the Company's proportionate interest in TMGP assets under construction is as follows:

	September 30 2009	December 31 2008
Engineering, procurement and construction costs	\$ 158,509,157	\$ 96,786,360
Development costs	1,400,000	1,400,000
BCTC interconnection costs	1,110,640	1,110,640
Land lease payments	151,944	106,983
Project construction management costs	5,434,026	3,236,409
Capital spare parts for use in operations	722,744	-
Insurance costs covering the construction period	1,231,524	1,020,395
Capitalized net financing costs	11,277,179	6,035,976
	<u>\$ 179,837,214</u>	<u>\$ 109,696,763</u>

In 2007, TMGP executed a \$497.5 million fixed-price Engineering, Procurement and Construction (EPC) contract with Kiewit for the construction of Toba Montrose, which includes intake facilities, penstocks and electricity generation facilities, a 150 km transmission line, and other related development costs including access roads and bridges. As at September 30, 2009, TMGP had incurred or accrued for \$396.3 million under the terms of the EPC contract, of which the Company's proportionate share was \$158.5 million (December 31, 2008 - \$241.1 million and \$96.4 million respectively).

In 2007, TMGP executed a facilities agreement and a transmission interconnection agreement with BCTC to interconnect the Toba Montrose generation facilities to BCTC's transmission line at Sallery Bay. TMGP is required to fund an estimated total of \$3,456,000 of the interconnection costs as follows:

- \$229,600 on signing (paid in 2007)
- \$1,200,000 by December 31, 2007 (paid in 2007)
- \$1,347,000 by December 31, 2008 (paid in 2008) and
- \$679,400 thereafter upon final reconciliation of costs

As at September 30, 2009, TMGP incurred and capitalized \$28.2 million in net financing costs directly attributable to the construction of Toba Montrose. The Company's proportionate share of the capitalized financing costs was \$11.3 million. The finance costs capitalized by TMGP include an upfront fee of \$4.7 million (being 1% of the \$470 million long-term credit facilities) paid to the co-lead arrangers and lenders on the closing date of the long-term credit facility in 2007 (note 6(a)), \$2.2 million of fees paid to GE affiliates for guarantees, letters of credit and financing provided to TMGP, \$20.0 million of interest and stand-by fees paid to the lenders in respect of the long-term debt (note 6(a)), and \$3.2 million of legal fees and other costs directly associated with the financing. Offsetting these financing costs is \$1.9 million of interest earned on short-term investments during the construction period.

# PLUTONIC POWER CORPORATION

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## 6. Long-term debt:

- (a) During 2007, TMGP engaged GE Capital Markets (Canada), Ltd., an affiliate of GE, and the Manufacturers Life Insurance Company to arrange the required debt financing for Toba Montrose. The co-lead arrangers led a syndicate of financial institutions to provide TMGP with \$470 million in credit facilities.

In 2007 a credit agreement was executed and the following facilities were made available to TMGP:

- (i) a \$370 million, 38-year senior secured credit facility with a fixed interest rate, a fixed draw down schedule to correspond with the three-year construction period and a repayment period over the 35-year term of Toba Montrose's EPA with BC Hydro (the Fixed Rate Facility). The interest rate on this credit facility is 6.288% per annum during the construction period and 6.173% thereafter. The construction period is defined in the credit facility agreement and includes the period through the date of commercial production, and for greater certainty, a period no later than March 1, 2011. As at September 30, 2009, the lenders had funded \$325.4 million under this credit facility, of which the Company's proportionate interest was \$130.2 million (December 31, 2008 - \$194.9 million and \$78.0 million respectively).
- (ii) a \$100 million, 38-year senior secured credit facility with a floating interest rate, flexible draw downs during the three-year construction period and a repayment period over the 35-year term of Toba Montrose's EPA with BC Hydro (the Floating Rate Facility). GE Canada Asset Financing Holding Company (GE Lender) provides \$50 million (50%) of the Floating Rate Facility. The floating interest rate on this credit facility is based on one month Canadian dollar bankers' acceptance rates during the construction period, and the three month Canadian dollar bankers' acceptance rates thereafter, plus an applicable credit spread in each instance. The credit spread is 1.35% per annum during the construction period and for the first four years thereafter, and 1.60% for the remaining term of the credit facility. As at September 30, 2009, the lenders had funded \$17.6 million under this credit facility, of which the Company's proportionate interest was \$7.0 million (December 31, 2008 – nil).

TMGP entered into two interest rate swap contracts to effectively fix the interest rates on the Floating Rate Facility (note 7).

On a monthly basis, TMGP pays to its lenders a commitment fee of 0.375% per annum on the unused portion of the \$470 million total credit facilities.

The Company's proportionate interest in commitment fees and interest payable under the terms of the credit facilities at September 30, 2009 was \$676,441, of which \$8,444 was owed to GE Lender (December 31, 2008 - \$418,519 and \$6,250 respectively).

# PLUTONIC POWER CORPORATION

Notes to the Consolidated Financial Statements

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## 6. Long-term debt (continued):

### (b) Principal repayments:

Principal repayments for both credit facilities are to be made by TMGP annually until 2044 on the last business day of each fiscal year, commencing on December 31, 2011, based on a fixed repayment schedule, with a final principal payment to be made on June 30, 2045. Interest is paid quarterly throughout the term of the credit facilities. Annual payments of interest and principal for the Fixed Rate Facility average approximately \$26.1 million per annum over the term of repayment, of which the Company's proportionate interest is \$10.4 million. Annual payments of interest and principal for the Floating Rate Facility average approximately \$4.2 million per annum over the term of repayment, of which the Company's proportionate interest is \$1.7 million, based on banker's acceptance rates as at September 30, 2009. The Company's proportionate interest in the minimum principal payments made on the last business day of each of the next five years, assuming a draw down of the entire \$470 million credit facilities, are as follows:

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2009	\$	-
2010		-
2011		1,617,456
2012		1,720,333
2013		1,829,753
2014 (to September 30)		-

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Following the completion of construction, TMGP may, at its option and without penalty, prepay the applicable loan facilities in whole or in part. Prepayment of the Fixed Rate Facility is subject to a "make-whole" payment. Prepayment of the Floating Rate Facility is subject to the termination of TMGP's interest rate swap contracts in respect of a principal amount equal to the principal amount prepaid and the payment of any applicable termination amounts on the swap contracts.

### (c) Security pledged:

The two TMGP credit facilities are secured by a first charge on all of the property and assets of TMGP, which had a carrying value of \$533.7 million at September 30, 2009 (December 31, 2008 - \$370.6 million). The Company's proportionate share of TMGP's long term debt is non-recourse to the Company.

### (d) Construction escrow account:

In accordance with the terms of the TMGP credit facilities, debt is drawn down by TMGP on a specific monthly schedule that commenced in November 2007. The funds are drawn into a restricted escrow construction account. On a monthly basis TMGP applies for funds to be released from the escrow account to pay for ongoing construction. At September 30, 2009, a total of \$2.0 million (December 31, 2008 - \$29.4 million) was being held by TMGP in escrow of which the Company's proportionate interest was \$0.8 million (December 31, 2008 - \$11.8 million).

# PLUTONIC POWER CORPORATION

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## 7. Interest rate swap contracts:

On November 8, 2007, TMGP entered into two interest rate swap contracts that on a combined basis cover the period from November 8, 2007 to June 30, 2045.

The first interest rate swap contract provides for monthly settlements from November 8, 2007 to November 1, 2010 (Short Dated Interest Rate Swap). Pursuant to the interest rate swap agreement, TMGP receives interest on a notional amount at the one month Canadian dollar Bankers Acceptance Rate from the counterparty and pays interest on the notional amount at an interest rate of 4.726% per annum. The notional amount is increased monthly in amounts based on a fixed schedule that was based on estimated drawings to be made on the \$100 million floating rate credit facility (note 6(a)(ii)). The notional amount of the swap at September 30, 2009 was \$83.7 million (December 31, 2008 - \$49.0 million) and it increases on a monthly basis to a maximum notional amount of \$100 million beginning on May 1, 2010. TMGP and the counterparty net settle the amount owing on a monthly basis.

The second interest rate swap contract provides for quarterly settlements from November 1, 2010 to June 30, 2045 (Long Dated Interest Rate Swap). Pursuant to the interest rate swap agreement, TMGP will receive interest on a notional amount at the three month Canadian dollar Bankers Acceptance Rate from the counterparty and will pay interest on the notional amount at an interest rate of 5.341% per annum. The notional amount is \$100 million and is reduced in amounts based on the scheduled principal repayments on the \$100 million Floating Rate Facility over the life of the interest rate swap. TMGP and the counterparty net settle the amount owing on a quarterly basis commencing on December 31, 2010.

Prior to July 15, 2008, neither the Company nor TMGP had designated the two interest rate swap contracts as hedges in accordance with CICA 3865, *Hedges*. As such, TMGP and the Company accounted for the interest rate swaps as derivative financial instruments and recorded the fair value of the two hedging contracts on its balance sheet at each period end, with realized and unrealized gains or losses from the change in fair value recorded in the statement of operations.

On July 15, 2008, TMGP designated the Long Dated Interest Rate Swap as an accounting cash flow hedge of the interest on the Floating Rate Facility for the period November 1, 2010 to June 30, 2045. While the fair value of the Long Dated Interest Rate Swap contract continues to be recognized on the balance sheet at each period end, the changes in the fair value of the effective portion of the interest rate swap contract is recorded from July 15, 2008 onwards in other comprehensive income until such time as the gain or loss is realized, at which time the gain or loss is reclassified to net earnings. The changes in the fair value of the ineffective portion of the interest rate swap contract are recorded in the statement of operations.

# PLUTONIC POWER CORPORATION

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## 7. Interest rate swap contracts (continued):

The Company's proportionate interest in the fair value of the interest rate swap contracts have been reflected in the consolidated financial statements as liabilities as follows:

Interest Rate Swap Contract Liabilities	September 30 2009	December 31 2008
Short Dated Interest Rate Swap	\$ 4,366,475	\$ 2,182,527
Long Dated Interest Rate Swap	13,537,484	8,088,348
	17,903,959	10,270,875
Less: Current Portion of Interest Rate Swap Contracts	(3,789,836)	(823,331)
Long-term Portion of Interest Rate Swap Contracts	\$ 14,114,123	\$ 9,447,544

The fair values of the interest rate swap contracts were determined based on valuations obtained from the counter-party and by TMGP consultants. The counterparty is HSBC Bank USA, National Association, a major financial institution.

The Company's proportionate interest in the realized and unrealized gains and losses on the interest rate contracts, and their classification in the statement of operations and comprehensive income (loss), is summarized in the following table:

Period	Statement of Operations		Other Comprehensive Income	
	Realized gain (loss)	Unrealized gain (loss)	Total gain (loss)	Unrealized gain
Short Dated Interest Rate Swap:				
Nine months ended Sept 30, 2008	\$ (78,923)	\$ (739,627)	\$ (818,550)	\$ -
Nine months ended Sept 30, 2009	(814,708)	(2,183,948)	(2,998,656)	-
Long Dated Interest Rate Swap:				
Nine months ended Sept 30, 2008	-	(1,119,461)	(1,119,461)	1,455,433
Nine months ended Sept 30, 2009	-	(5,654,844)	(5,654,844)	205,708
Total				
Nine months ended Sept 30, 2008	\$ (78,923)	\$ (1,859,088)	\$ (1,938,011)	\$ 1,455,433
Nine months ended Sept 30, 2009	\$ (814,708)	\$ (7,838,792)	\$ (8,653,500)	\$ 205,708

# PLUTONIC POWER CORPORATION

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## 7. Interest rate swap contracts (continued):

In March 2009, after a review of the TMGP partnership agreement, GE and the Company agreed to a change in the relative responsibility of the partners for the change in fair value of the two interest rate swap contracts in the case of a termination prior to their maturity by way of an amendment to the TMGP Partnership Agreement. Under the terms of the amended TMGP Partnership Agreement, the impact to the Company is as follows:

- (i) For the TMGP Short Dated Interest Rate Swap contract, which expires in November 2010, the Company is now solely liable for any gains or losses in the event of an early termination of the contract. This also results in the Company being allocated 100% of the unrealized gains and losses from the change in fair value of the TMGP short dated interest rate swap contract until its expiry in November 2010. The Company accordingly recorded an adjustment in the three month period ended March 31, 2009 to reflect the resulting increase in its share of the interest rate swap contract liability and unrealized losses in the statement of operations of \$3.3 million on the short dated interest rate swap contract.
- (ii) For the TMGP Long Dated Interest Rate Swap contract, which expires in June 2045, the Company will be liable for the first \$13.0 million of any gains or losses in the event of an early termination of the contract. Any gains or losses resulting from the early termination of the contract in excess of \$13.0 million would continue to be allocated 60% to GE and 40% to the Company. This also results in the Company being allocated 100% of the unrealized gains and losses from the change in fair value of the long dated interest rate swap contract from the inception of the long dated interest rate swap up to a maximum of \$13.0 million and 40% of the unrealized gains and losses in excess of \$13.0 million. As at March 31, 2009, the TMGP long dated interest rate swap contract was a liability of \$18.7 million. The Company accordingly recorded an adjustment in the three month period ended March 31, 2009 to reflect the resulting increase in its share in the interest rate swap contract liability of \$7.8 million (60% of \$13.0 million) as follows; unrealized losses in the statement of operations of \$5.7 million; and other comprehensive loss of \$2.1 million on the long dated interest rate swap contract.
- (iii) As disclosed in the note 11(c) of the annual audited consolidated financial statements, interest rate increases and decreases cause the fair value of the interest rate swap contract assets and liabilities to increase and decrease in fair value respectively.
- (iv) Realized gains or losses realized through normal monthly or quarterly settlements continue to be allocated 60% to GE and 40% to the Company.

# PLUTONIC POWER CORPORATION

Notes to the Consolidated Financial Statements

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## 8. Share capital:

- (a) Authorized  
     100,000,000 common shares without par value  
     10,000,000 preferred shares without par value, issuable in series

- (b) Common shares - Issued and outstanding:

	Number of shares	Amount
Balance, December 31, 2008	44,191,503	\$ 74,116,429
Issued for cash from exercise of options	90,500	51,800
Transfer from contributed surplus on exercise of vested options	-	45,425
Adjustment from fractional rounding	2	-
<b>Balance, September 30, 2009</b>	<b>44,282,005</b>	<b>\$ 74,213,654</b>

- (c) Share purchase warrants:

The continuity of share purchase warrants during the nine month period ended September 30, 2009 is as follows:

Expiry date	Exercise price	Balance Dec 31, 2008	Issued	Exercised	Expired	Balance, Sept 30, 2009
October 26, 2009	\$9.03	650,000	-	-	-	650,000
May 13, 2010	\$7.93	100,000	-	-	-	100,000
		750,000	-	-	-	750,000

Subsequent to September 30, 2009, 650,000 warrants expired unexercised.

- (d) Stock options:

A summary of share option activity and information concerning outstanding and exercisable options at September 30, 2009 and December 31, 2008 is as follows:

	Options granted	Weighted average exercise price
Balance, December 31, 2008	4,298,500	\$ 4.65
Options granted	1,080,000	2.41
Options exercised	(90,500)	0.57
Options cancelled	(50,000)	4.25
<b>Balance, September 30, 2009</b>	<b>5,238,000</b>	<b>\$ 4.26</b>

# PLUTONIC POWER CORPORATION

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## 8. Share capital (continued):

### (d) Stock options (continued):

The following table summarizes information concerning outstanding and exercisable options at September 30, 2009:

Grant date	Expiry date	Number outstanding	Weighted average exercise price	Weighted remaining contractual life (in years)	Vested and exercisable	
					Number	Weighted average exercise price
Nov 23, 2004	Nov 23, 2009	104,000	\$0.75	0.15	104,000	\$0.75
Mar 27, 2006	Mar 26, 2011	100,000	\$0.80	1.49	100,000	\$0.80
June 7, 2006	June 6, 2011	317,000	\$1.65	1.68	317,000	\$1.65
July 10, 2006	July 9, 2011	190,000	\$1.63	1.78	190,000	\$1.63
July 25, 2006	July 24, 2011	150,000	\$2.12	1.82	150,000	\$2.12
Dec 18, 2006	Dec 17, 2011	74,000	\$2.80	2.22	74,000	\$2.80
Mar 27, 2007	Mar 26, 2012	350,000	\$4.20	2.49	350,000	\$4.20
Mar 28, 2007	Mar 27, 2012	1,253,000	\$4.25	2.49	1,253,000	\$4.25
Apr 20, 2007	Apr 19, 2012	230,000	\$5.28	2.55	230,000	\$5.28
May 14, 2007	May 13, 2012	100,000	\$7.28	2.62	100,000	\$7.28
May 22, 2007	May 21, 2012	150,000	\$7.30	2.64	100,000	\$7.30
Jul 11, 2007	Jul 10, 2012	27,500	\$7.80	2.78	18,333	\$7.80
Sept 13, 2007	Sept 12, 2012	47,500	\$6.90	2.95	31,667	\$6.90
Apr 15, 2008	Apr 14, 2013	885,000	\$7.70	3.54	417,917	\$7.70
Sept 8, 2008	Sept 7, 2013	150,000	\$6.40	3.94	50,000	\$6.40
Nov 25, 2008	Nov 24, 2013	30,000	\$2.16	4.15	-	\$2.16
Mar 24, 2009	Mar 24, 2014	830,000	\$2.10	4.48	-	\$2.10
Sept 28, 2009	Sept 27, 2014	250,000	\$3.43	4.99	-	\$3.43
		5,238,000	\$4.26	3.01	3,485,917	\$4.27

On March 24, 2009, the Company granted 830,000 stock options with an exercise price of \$2.10 per common share to employees and directors of the Company and TMGP. On September 28, 2009, the Company granted 250,000 stock options with an exercise price of \$3.43 per common share to newly appointed directors of the Company. The weighted average grant-date fair value of stock options granted during the three and nine month periods ended September 30, 2009 was \$1.73 and \$1.20 per stock option respectively. On April 15, 2008, the Company granted 970,000 stock options at an exercise price of \$7.70 per common share to employees and directors of the Company and TMGP, which were approved by shareholders on May 14, 2008. On September 8, 2008, the Company granted 150,000 stock options at an exercise price of \$6.40 per common share to employees of the Company and TMGP. The weighted average approval-date fair value of stock options granted during the three and nine month periods ended September 30, 2008 was \$3.45 and \$3.91 per stock option respectively. The Company determines the fair value of the stock options granted using the Black-Scholes option pricing model, using the following weighted average assumptions:

	2009	2008
Risk-free interest rate	1.5% to 2.5%	3.0% to 4.0%
Expected life	3.5 to 5.0 years	1.0 to 4.9 years
Expected volatility	62% to 68%	35% to 66%
Expected dividend yield	Nil	Nil

# PLUTONIC POWER CORPORATION

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## 8. Share capital (continued):

(d) Stock options (continued):

As at September 30, 2009, there were 319,201 options available for grant under the Company's stock option plan.

## 9. Contributed surplus:

Balance, December 31, 2008	12,342,202
Share-based compensation expense	960,549
Fair value of options capitalized to power project costs	359,004
Fair value of options capitalized to property, plant and equipment	79,842
Transfer to share capital on exercise of vested options	(45,425)
<b>Balance, September 30, 2009</b>	<b>\$ 13,696,172</b>

## 10. Supplemental cash flow information:

	Three months ended Sept 30		Nine months ended Sept 30	
	2009	2008	2009	2008
Supplementary information:				
Interest and fees paid	\$2,850,588	\$ 753,465	\$4,674,649	\$1,502,223
Interest received	33,763	448,208	199,101	1,487,965
Non-cash transactions:				
Fair value of options and warrants for financing of power projects	-	-	-	123,500
Fair value of options and warrants capitalized to power project development costs	64,954	437,973	359,004	1,092,286
Fair value of options for TMGP employees capitalized to property, plant and equipment	27,386	(28,254)	79,842	63,011
Sale of Rainy River and Hope projects for special warrants in AltaGas	-	-	-	3,614,647
			September 30	December 31
			2009	2008
Cash is comprised of:				
Cash of the Company			\$ 10,369,950	\$ 27,773,572
Company's proportionate interest in cash of TMGP			1,094,835	687,059
			<b>\$ 11,464,785</b>	<b>\$ 28,460,631</b>